

B6 Summary (Official Form 6 - Summary) (12/07)**UNITED STATES BANKRUPTCY COURT****Eastern District of California, Sacramento****In re: Zacky Farms, LLC****Case No. 12-37961 (TH)****Chapter 11****SUMMARY OF SCHEDULES**

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors also must complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

Name of Schedule	Attached (YES/NO)	No. of Sheets	Assets	Liabilities	Other
A - Real Property	YES	2	\$13,914,004.56		
B - Personal Property	YES	17	\$58,319,550.40		
C - Property Claimed as Exempt	NO	N/A			
D - Creditors Holding Secured Claims	YES	2		\$67,345,041.17	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	YES	4		\$0.00	
F - Creditors Holding Unsecured Nonpriority Claims	YES	1		TBD	
G - Executory Contracts and Unexpired Leases	NO	1			
H - Codebtors	NO	1			
I - Current Income of Individual Debtor(s)	NO	N/A			
J - Current Expenditures of Individual Debtor(s)	NO	N/A			
TOTAL		28	\$72,233,554.96	\$67,345,041.17	

In re: Zacky Farms, LLC

Case No. 12-37961 (TH)

SCHEDULE A - REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a co-tenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether the husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "HWJC." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim."

If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

DESCRIPTION AND LOCATION OF PROPERTY	NATURE OF DEBTOR'S INTEREST IN PROPERTY	H W J C	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION	AMOUNT OF SECURED CLAIM OR MORTGAGE
See Schedule A Attachment			\$13,914,004.56	\$4,000,000.00
Total			\$13,914,004.56	

(Report total also on Summary of Schedules.)

In re: Zacky Farms, LLC
Case No. 12-37961
Schedule A
Real Property

Description of property	Nature of debtor's interest in property	Current value of debtor's interest in property, without deducting any secured claim or exemption [1]	Amount of secured claim
1111 Navy Dr., Stockton, CA 95206 (APN: 163-280-07)	Fee Simple	\$451,547.49	\$2,000,000.00
12233 & 12229 S. Hayes Ave., Caruthers, CA 93609 (APN: 041-120-43)	Fee Simple	\$201,695.49	\$0.00
12591 W. Central Ave., Kerman, CA 93630 (APN: 025-110-46)	Fee Simple	\$62,733.29	\$0.00
1486 S. Industrial Way, Kerman, CA 93630 (APN: 023-060-44S)	Fee Simple	\$263,533.03	\$0.00
16395 19th Ave., Lemoore, CA 93245 (APN: 024-170-020)	Fee Simple	\$96,594.37	\$1,000,000.00 [2]
17388 18th Ave., Lemoore, CA 93245 (APN: 026-060-007)	Fee Simple	\$166,256.48	\$0.00
1888 & 2020 S. East Ave., Fresno, CA 93721 (APN: 468-040-07S)	Fee Simple	\$875,411.64	\$0.00
18940 Camden Ave, Layton (APN: 055-310-29)	Fee Simple	\$21,946.23	\$0.00
190 N. Thorne, Fresno, CA 93706 (APN: 458-250-02)	Fee Simple	\$4,146.35	\$0.00
19010 & 19012 S. Brawley Ave., Caruthers, CA 93609 (APN: 053-090-37S)	Fee Simple	\$34,502.03	\$0.00
19774 Kent Ave., Lemoore, CA 93245 (APN: 024-170-073)	Fee Simple	\$82,400.28	\$0.00
20364 E. Central, Reedley, CA 93654 (APN: 333-070-50S)	Fee Simple	\$265,654.23	\$0.00
22133 E. South Ave., Reedley, CA 93654 (APN: 373-360-01)	Fee Simple	\$31,020.95	\$0.00
22133 E. South Ave., Reedley, CA 93654 (APN: 373-360-04)	Fee Simple	\$107,562.82	\$0.00
2222 & 2240 S. East Ave., Fresno, CA 93721 (APN: 480-040-06S)	Fee Simple	\$125,321.01	\$1,000,000.00
2272 S. East Ave., Fresno, CA 93721 (APN: 480-040-07S)	Fee Simple	\$1,197,318.38	\$0.00
2950 E. California St., Fresno, CA 93721 (APN: 480-040-11)	Fee Simple	\$1,022,712.09	\$0.00
4220 S. Howard Ave., Kerman, CA 93630 (APN: 025-110-29S)	Fee Simple	\$86,306.61	\$0.00
43473 6th Ave, Corcoran (APN: 046-270-004)	Fee Simple	\$5,576.80	\$0.00
43503 6th Ave, Corcoran, CA (APN: 046-270-035)	Fee Simple	\$347,124.48	\$0.00
4515 E. Simerly Ave., Laton, CA (APN: 056-110-24S)	Fee Simple	\$123,157.63	\$0.00
590 W. Kamm Ave., Fresno, CA 93725 (APN: 043-050-15S)	Fee Simple	\$9,220.35	\$0.00
8351 McMullin Grade, Fresno, CA 93725 (APN: 035-060-90S)	Fee Simple	\$1,569,493.14	\$0.00
9760 S. Hill Ave, Orange Cove, CA 93646 (APN: 373-130-28) and 25137 E. Dinuba Ave, Orange Cove, CA (APN: 373-160-01)	Fee Simple		\$0.00
Hanford: PTN of N 1/2 of NE 1/4 SEC 24/19/21 (APN: 028-030-032)	Fee Simple	\$181,007.90	\$0.00
Various Locations (APN: 480-090-12)	Fee Simple	\$1,451,186.15	\$1,000,000.00 [2]
Various Locations	Fee Simple	\$10,803.60	\$0.00 [3]
Various Locations	Land Improvements	\$419,509.98	\$0.00
Various Locations	Building Improvements	\$1,051,295.39	\$0.00
Various Locations	CIP - Construction Projects	\$3,296,337.79	\$0.00
Various Locations	Leasehold Improvements	\$352,628.58	\$0.00
TOTAL:		\$13,914,004.56	\$4,000,000.00

[1] The balances are book value as of August 25, 2012.

[2] Two properties serve as collateral for \$1,000,000 secured loan made by Richard N. Zacky Irrevocable Trust dated 11/25/07

[3] Includes 249 & 251 N. H Street, Fresno, CA (APN: 458-240-09)

In re: **Zacky Farms, LLC**Case No. **12-37961 (TH)****SCHEDULE B - PERSONAL PROPERTY**

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "X" in the appropriate position in the column labeled "None". If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether the husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "HWJC." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007 (m).

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	H W J C	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
1. Cash on hand.		See Schedule B1 Attachment		\$2,800.00 ⁽¹⁾
2. Checking, savings or other financial accounts, certificates of deposit or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		Wells Fargo - General Checking Account		\$233,371.36 ⁽²⁾

Subtotal (Total on this page)

\$236,171.36

Footnote:

(1) The balances are book value as of August 25, 2012.

(2) The balances are book value as of August 25, 2012.

B6B (Official Form 6B) (12/07) - Cont.

In re: Zacky Farms, LLC

Case No. 12-37961 (TH)

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	H W J C	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
3. Security deposits with public utilities, telephone companies, landlords, and others.		See Schedule B3 Attachment		\$120,425.82 ⁽³⁾
4. Household goods and furnishings, including audio, video, and computer equipment.	X			\$0.00
5. Books; pictures and other art objects; antiques; stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			\$0.00

Subtotal (Total on this page)

\$120,425.82

Footnote:

(3) The balances are book value as of August 25, 2012.

B6B (Official Form 6B) (12/07) - Cont.

In re: Zacky Farms, LLC

Case No. 12-37961 (TH)

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	H W J C	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
6. Wearing apparel.	X			\$0.00
7. Furs and jewelry.	X			\$0.00
8. Firearms and sports, photographic, and other hobby equipment.	X			\$0.00

Subtotal (Total on this page)

\$0.00

In re: Zacky Farms, LLC

Case No. 12-37961 (TH)

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	H W J C	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			\$0.00
10. Annuities. Itemize and name each issuer.	X			\$0.00
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			\$0.00

Subtotal (Total on this page)

\$0.00

B6B (Official Form 6B) (12/07) - Cont.

In re: Zacky Farms, LLC

Case No. 12-37961 (TH)

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	H W J C	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			\$0.00
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			\$0.00
14. Interests in partnerships or joint ventures. Itemize.	X			\$0.00

Subtotal (Total on this page)

\$0.00

In re: Zacky Farms, LLC

Case No. 12-37961 (TH)

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	H W J C	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			\$0.00
16. Accounts Receivable.		See Schedule B16 Attachment		\$10,891,739.98 ⁽⁴⁾
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			\$0.00

Subtotal (Total on this page)

\$10,891,739.98

Footnote:

(4) The balances are book value as of August 25, 2012.

In re: Zacky Farms, LLC

Case No. 12-37961 (TH)

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	H W J C	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			\$0.00
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A – Real Property.	X			\$0.00
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			\$0.00

Subtotal (Total on this page)

\$0.00

In re: Zacky Farms, LLC

Case No. 12-37961 (TH)

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	H W J C	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.		Pending		\$0.00 ⁽⁵⁾
22. Patents, copyrights, and other intellectual property. Give particulars.	X			\$0.00
23. Licenses, franchises, and other general intangibles. Give particulars.	X			\$0.00

Subtotal (Total on this page)

\$0.00

Footnote:

(5) The Debtor is in the process of reviewing potential claims against third parties and will amend once this analysis is completed.

In re: Zacky Farms, LLC

Case No. 12-37961 (TH)

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	H W J C	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			\$0.00
25. Automobiles, trucks, trailers, and other vehicles and accessories.		Auto Equipment		\$441,611.54 ⁽⁶⁾
26. Boats, motors, and accessories.	X			\$0.00

Subtotal (Total on this page)

\$441,611.54

Footnote:

(6) The balances are book value as of August 25, 2012.

In re: Zacky Farms, LLC

Case No. 12-37961 (TH)

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	H W J C	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
27. Aircraft and accessories.	X			\$0.00
28. Office equipment, furnishings, and supplies.		Furniture and Fixtures		\$340,418.06 ⁽⁷⁾
29. Machinery, fixtures, equipment, and supplies used in business.		Equipment		\$10,428,680.26 ⁽⁸⁾

Subtotal (Total on this page)

\$10,769,098.32

Footnote:

(7) The balances are book value as of August 25, 2012.

(8) The balances are book value as of August 25, 2012.

In re: Zacky Farms, LLC

Case No. 12-37961 (TH)

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	H W J C	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
30. Inventory.		See Schedule B30 Attachment		\$35,860,503.38 ⁽⁹⁾
31. Animals.	X			\$0.00
32. Crops - growing or harvested. Give particulars.	X			\$0.00

Subtotal (Total on this page)

\$35,860,503.38

Footnote:

(9) The balances are book value as of August 25, 2012.

In re: Zacky Farms, LLC

Case No. 12-37961 (TH)

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	H W J C	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
33. Farming equipment and implements.	X			\$0.00
34. Farm supplies, chemicals, and feed.	X			\$0.00
35. Other personal property of any kind not already listed. Itemize.	X			\$0.00

Subtotal (Total on this page)

\$0.00

In re: **Zacky Farms, LLC**

Case No. 12-37961 (TH)

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Subtotal (Total on this page)

\$0.00

Total

\$58,319,550.40

(Include amounts from any continuation
sheets attached. Report total also on
Summary of Schedules.)

In re: Zacky Farms, LLC
Case No. 12-37961
Schedule B1

Personal Property - Cash on hand

Cash on hand	Location	Amount
PETTY CASH	EAST PLANT OFFICE	\$1,000.00
PETTY CASH	FRESNO ACCOUNTING	\$250.00
PETTY CASH	FRESNO FEED MILL	\$500.00
PETTY CASH	L. A. OFFICE	\$300.00
PETTY CASH	ORO GRANDE OFFICE	\$250.00
PETTY CASH	STOCKTON	\$500.00
	TOTAL:	\$2,800.00
Note: The balances are book value as of August 25, 2012.		

In re: Zacky Farms, LLC
Case No. 12-37961
Schedule B3

Personal Property - Security deposits with public utilities, telephone companies, landlords, and others

Description	Deposit amount
DEPOSITS - OTHER	\$14,305.50
PREPAID CITY BUSINESS TAXES	\$3,553.91
PREPAID HIGHWAY USE TAX	\$9,983.34
PREPAID INSURANCES	\$10,143.85
PREPAID IRRIGATION TAXES	\$1,856.71
PREPAID OTHER EXPENSES	\$9,299.01
PREPAID VEHICLE LICENSES	\$46,372.58
PREPAID WORKERS COMPENSATION	\$24,910.92
TOTAL:	\$120,425.82
Note: The balances are book value as of August 25, 2012.	

In re: Zacky Farms, LLC
Case No. 12-37961

Schedule B16
Personal Property - Accounts receivable

Type of receivable	Receivable balance
ACCOUNTS RECEIVABLE - OTHER	\$656,131.95
ACCOUNTS RECEIVABLE - RELATED	\$1,832,045.53
ACCOUNTS RECEIVABLE - TRADE	\$8,403,562.50
TOTAL:	\$10,891,739.98
Note: The balances are book value as of August 25, 2012.	

In re: Zacky Farms, LLC
Case No. 12-37961
Schedule B30
Personal Property - Inventory

Description	Net Book Value
CHICKEN GROW	\$1,613,707.58
CHICKEN HATCHERY	\$213,049.06
EAST PLANT	\$9,671,331.37
FUTURES CONTRACTS	\$135,250.00
LITTER	\$126,999.92
LIVE TURKEY	\$15,659,184.42
MANURE	\$960,667.61
MILL	\$169,923.88
OFFSITE	\$57,085.04
STOCKTON	\$4,394,865.37
TURKEY BREEDER	\$2,459,244.08
TURKEY HATCHERY	\$399,195.05
TOTAL:	\$35,860,503.38
Note: The balances are book value as of August 25, 2012.	

In re: **Zacky Farms, LLC**Case No. **12-37961 (TH)****SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS**

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is the creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H – Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "HWJC."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim Without Deducting Value of Collateral" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion, if Any" on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, AND AN ACCOUNT NUMBER (See Instructions Above.)	C O D E B T O R	H W J C	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
See Schedule D Attachment							\$67,345,041.17	Unknown
Subtotal(s) (Total(s) on this page)							\$67,345,041.17	\$0.00
Total(s) (Use only on last page)							\$67,345,041.17	\$0.00

(Report also on
Summary of Schedules)

(If applicable, report
also on Statistical
Summary of Certain
Liabilities and
Related Data)

In re: Zacky Farms, LLC
Case No. 12-37961
Schedule D
Creditors Holding Secured Claims

Creditor's Name	Address 1	Address 2	City	State	Zip	Creditor	Date claim was incurred, nature of lien and description and value of property subject to lien	Contingent	Unliquidated	Disputed	Amount of claim without deducting value of collateral	Unsecured portion, if any
Dreisbach Enterprises	2530 East 11th Street		Oakland	CA	94601		Trade Vendor various dates Secured by warehouse lien				\$178,574.70	Unknown
First Insurance Funding	450 Skokie Boulevard, Suite 1000	P.O. Box 3306	Northbrook	IL	60065-3306		Insurance Broker 9/26/2012 Secured by Policy # SF12EXC735951IV and EWC008543	X		X	\$324,382.00	Unknown
Lillian D. Zacky Trust dated 7/26/88	c/o Ms. Lillian Zacky	149 S. Barrington Ave., Suite 720	Los Angeles	CA	90049		Prepetition Secured Lender 9/7/2012 Secured by Deed of Trust dated 9/7/2012				\$1,000,000.00	Unknown
Lillian D. Zacky Trust dated 7/26/88	c/o Ms. Lillian Zacky	149 S. Barrington Ave., Suite 720	Los Angeles	CA	90049		Prepetition Secured Lender 9/28/2012 Secured by Deed of Trust dated 9/27/2012				\$2,000,000.00	Unknown
Richard N. Zacky Irrevocable Trust dated 11/25/07	c/o Richard N. Zacky	Post Office Box 25818	Fresno	CA	93729		Prepetition Secured Lender 9/7/2012 Secured by Deed of Trust dated 9/7/2012				\$1,000,000.00	Unknown
Robert D. Zacky and Lillian D. Zacky Trust dated 7/26/88	c/o Ms. Lillian Zacky	149 S. Barrington Ave., Suite 720	Los Angeles	CA	90049		Prepetition Secured Lender 10/3/2012 Secured by all A/R, goods, inventory and equipment (and other assets as described in several security agreements and a UCC-1 filing)				\$56,652,663.45	Unknown
Robert Reiser & Co., Inc.	725 Dedham Street		Canton	MA	02021		Trade Vendor various dates Secured pursuant to UCC Filing Statement filed on Oct 31, 2011				\$121,979.66	Unknown
Western Milling	31120 West Street PO Box 1029		Goshen	CA	93227		Trade Vendor various dates Secured pursuant to UCC Filing Statement filed on August 15, 2012		X		\$6,067,441.36	Unknown
									TOTAL:		\$67,345,041.17	Unknown

In re: **Zacky Farms, LLC**Case No. **12-37961 (TH)****SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "HWJC." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIM (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)☐ **Domestic Support Obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

☐ **Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

☐ **Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$11,725* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

☐ **Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

**Amounts are subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.*

B6E (Official Form 6E) (04/10) - Cont.

In re: Zacky Farms, LLC

Case No. 12-37961 (TH)

☐ **Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$5,775* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

☐ **Deposits by individuals**

Claims of individuals up to \$2,600* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

☒ **Taxes and Certain Other Debts Owed to Governmental Units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

☐ **Commitments to Maintain the Capital of an Insured Depository Institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507 (a)(9).

☐ **Claims for Death or Personal Injury While Debtor Was Intoxicated**

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507 (a)(10).

**Amounts are subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.*

B6E (Official Form 6E) (04/10) - Cont.

In re: Zacky Farms, LLC

Case No. 12-37961 (TH)

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS, INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See Instructions Above.)</i>	C O D E B T O R	H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
See Schedule E Attachment							Unknown	Unknown	\$0.00
Subtotals (Totals on this page):							\$0.00	\$0.00	\$0.00
Total: (Report also on the Summary of Schedules)							\$0.00		
Totals: (Report also on the Statistical Summary of Certain Liabilities Related Data)								\$0.00	\$0.00

In re: Zacky Farms, LLC
Case No. 12-37961
Schedule E
Creditors Holding Unsecured Priority Claims

Creditor's Name	Creditor Notice Name	Address 1	Address 2	City	State	Zip	Codebook	Date claim was incurred and consideration for claim	Contingent	Unfiled	Disputed	Total amount of claim	Amount entitled to priority	Amount not entitled to priority, if any
City of Fresno	Business Tax Office of Finance Tax & Permit Div	PO Box 45017		Fresno	CA	93718-5017		Tax Claim	X	X	X	Unknown	Unknown	Unknown
City of Los Angeles	Business Tax Section	PO Box 53200	Attn Elias Martinez	Los Angeles	CA	90053-0200		Tax Claim	X	X	X	Unknown	Unknown	Unknown
City of Oakland	Business Tax Section	PO Box 31148		Oakland	CA	94604-7148		Tax Claim	X	X	X	Unknown	Unknown	Unknown
City of Stockton		PO Box 2107		Stockton	CA	95202		Tax Claim	X	X	X	Unknown	Unknown	Unknown
City of Vernon		4305 Santa Fe Ave		Vernon	CA	90058		Tax Claim	X	X	X	Unknown	Unknown	Unknown
Connecticut-CCSPC		P.O. Box 990032		Hartford	CT	06199-0032		Tax Claim	X	X	X	Unknown	Unknown	Unknown
Department of the Treasury	Internal Revenue Service	Operation	PO Box 7346	Philadelphia	PA	19101-7346		Tax Claim	X	X	X	Unknown	Unknown	Unknown
Employment Development Department		PO Box 826880	MIC 83	Sacramento	CA	94280-0001		Tax Claim	X	X	X	Unknown	Unknown	Unknown
Franchise Tax Board		P.O. Box 942867		Sacramento	CA	94267-0011		Tax Claim	X	X	X	Unknown	Unknown	Unknown
Fresno County Tax Collector		PO Box 1192		Fresno	CA	93715		Tax Claim	X	X	X	Unknown	Unknown	Unknown
Hawaii State Tax Collector		PO Box 1425		Honolulu	HI	96806-1425		Tax Claim	X	X	X	Unknown	Unknown	Unknown
Jacob Rancho Water Co	Secretary	PO Box 647	Attn Frank Rodrigues	Lemoore	CA	93245		Tax Claim	X	X	X	Unknown	Unknown	Unknown
Kings County Tax Collector	Attn M Roso	Government Center		Hanford	CA	93230		Tax Claim	X	X	X	Unknown	Unknown	Unknown
Los Angeles County Tax Collector		PO Box 54027		Los Angeles	CA	90054-0027		Tax Claim	X	X	X	Unknown	Unknown	Unknown
San Bernardino County Treasurer-Tax Collector		172 W Third St 1st Fl		San Bernardino	CA	92415-0360		Tax Claim	X	X	X	Unknown	Unknown	Unknown
San Joaquin County Tax Collector	Shabbir A Khan	PO Box 2169		Stockton	CA	95201-2169		Tax Claim	X	X	X	Unknown	Unknown	Unknown
State Board of Equalization	Dept of Business Tax	PO Box 942879		Sacramento	CA	94279-0001		Tax Claim	X	X	X	Unknown	Unknown	Unknown
State of California Franchise Tax Board		300 S. Spring St., Ste 5704		Los Angeles	CA	90013-1204		Tax Claim	X	X	X	Unknown	Unknown	Unknown
State of Washington Department of Revenue		PO Box 34054		Seattle	WA	98124-1054		Tax Claim	X	X	X	Unknown	Unknown	Unknown
State of Washington Employment Security Dept		PO Box 34729		Seattle	WA	98124-1729		Tax Claim	X	X	X	Unknown	Unknown	Unknown
Tulare County Treasurer-Tax Collector		PO Box 30329		Los Angeles	CA	90030-0329		Tax Claim	X	X	X	Unknown	Unknown	Unknown
US Treasury - Internal Revenue Service		P.O. BOX 1236		Charlotte	NC	28201-1236		Tax Claim	X	X	X	Unknown	Unknown	Unknown
Washington State Dept of Labor & Industry	ES Employer Services	PO Box 34022		Seattle	WA	98124-1022		Tax Claim	X	X	X	Unknown	Unknown	Unknown
TOTAL:												Unknown	Unknown	Unknown

Note: The Debtor is authorized to pay employee wage claims up to the \$11,725 statutory maximum of section 507(a)(4) pursuant to the Order Authorizing Payment of Pre-Petition Wages, Payroll Taxes, Certain Employee Benefits and Related Expenses, and Other Compensation to Employees [Docket No. 39]. Accordingly, the Debtor did not list employee wages as claims on this Schedule and will include any claims over the statutory cap on Schedule F

In re: **Zacky Farms, LLC**Case No. **12-37961 (TH)****SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "HWJC."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured nonpriority claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS, INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See Instructions Above.)</i>	C O D E B T O R	H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Schedule F will be filed no later than December 1, 2012 in accordance with the Order Granting Motion to Extend Time to File Schedules and Statement of Financial Affairs (Docket No. 111)							
Subtotal (Total on this page)							\$0.00
Total (Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)							\$0.00

In re: **Zacky Farms, LLC**Case No. **12-37961 (TH)****SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser," "Agent," etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m)

☐ Check this box if debtor has no executory contracts or unexpired leases.

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT
Schedule G will be filed no later than December 1, 2012 in accordance with the Order Granting Motion to Extend Time to File Schedules and Statement of Financial Affairs (Docket No. 111)	

In re: Zacky Farms, LLC

Case No. 12-37961 (TH)

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight-year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. Bankr. P. 1007(m)

☐ Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Schedule H will be filed no later than December 1, 2012 in accordance with the Order Granting Motion to Extend Time to File Schedules and Statement of Financial Affairs (Docket No. 111)	

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF CALIFORNIA, SACRAMENTO

In re: Zacky Farms, LLC

Case No. 12-37961 (TH)

DECLARATION CONCERNING DEBTOR'S SCHEDULES

I, of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 31 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date Nov. 5, 2012

Signature: _____



Keith Cooper
Chief Restructuring Officer